

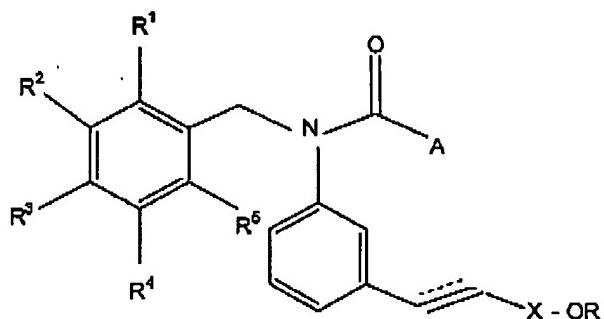
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Amendments to the Claims/Listing of Claims

Please amend claims 1 and 10, and cancel claims 33-35 as follows. This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound having the structure:



wherein:

A is a C3 up to C8 branched chain alkyl or substituted alkyl group, a C3 up to C7 cycloalkyl or substituted cycloalkyl, an optionally substituted aryl or an optionally substituted heteroaryl,

X is -C(O)- or -CH₂-,

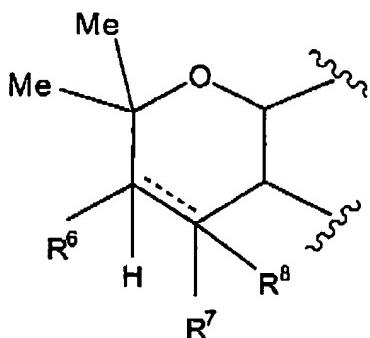
R is methyl or ethyl,

R¹ is H, hydroxy, alkoxy, benzyloxy, mesityloxy, or -OCH₂C(O)OC₂H₅,

R² is H or R² can cooperate with R³ to form a benzopyran, wherein the pyran ring has the structure:

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wherein:

R^6 is not present if the pyran ring is unsaturated, or, if present, is selected from H, -OR, wherein R is alkyl or acyl, or R^6 can cooperate with R^7 to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety, and

only one of R^7 and R^8 is present if the pyran ring is unsaturated, or R^7 and R^8 are independently H, carboxyl, cyano, hydroxy, alkoxy, thioalkyl, aryl, or R^7 and R^8 taken together comprise a carbonyl oxygen or an oxime nitrogen, or either R^7 or R^8 can cooperate with R^6 to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety,

R^3 can cooperate with R^2 to form a benzopyran having the structure set forth above, or R^3 is alkenyl or $-\text{CH}=\text{CH}-\text{C}(\text{O})-\text{O}-\text{tBu}$, optionally substituted aryl or heteroaryl, or optionally substituted arylalkenyl or heteroarylalkenyl,

R^4 is H or hydroxy, and

R^5 is H, hydroxy, alkoxy or aryloxy.

2. (Original) The compound of claim 1 wherein R^2 and R^3 cooperate to form a benzopyran.

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3. (Original) The compound of claim 2 wherein A is cyclopropyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.

4. (Original) The compound of claim 2 wherein A is cyclopropyl, X is -CH₂-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.

5. (Original) The compound of claim 2 wherein A is cyclohexyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.

6. (Original) The compound of claim 2 wherein A is phenyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ are absent, and R⁴, R⁵ and R⁸ are hydrogen.

7. (Original) The compound of claim 2 wherein A is phenyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ cooperate to form a dichlorocyclopropyl ring, and R⁴, R⁵ and R⁸ are hydrogen.

8. (Original) The compound of claim 2 wherein A is cyclohexyl, X is -C(O)-, R¹ is methoxy, R⁶ and R⁷ cooperate to form a dichlorocyclopropyl ring, and R⁴, R⁵ and R⁸ are hydrogen.

9. (Original) The compound of claim 1 wherein R³ is alkenyl.

10. (Currently Amended) The compound of claim [[9]] 1 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-C(O)-O-tBu.

11. (Original) The compound of claim 1 wherein R³ is optionally substituted aryl or heteroaryl.

12. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is phenyl.

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13. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is p-thiomethyl-phenyl.

14. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is m-methoxy-phenyl.

15. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is m-acetyl-phenyl.

16. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is 5-methyl-2-thiophene-yl.

17. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is 5-acetyl-2-thiophene-yl.

18. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is 4-dimethylamino-phenyl.

19. (Original) The compound of claim 11 wherein A is isopropyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is 4-dimethylamino-phenyl.

20. (Original) The compound of claim 11 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is 2,3-(O-CH₂-O)-phenyl.

21. (Original) The compound of claim 11 wherein A is isopropyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is 2,3-(O-CH₂-O)-phenyl.

22. (Original) The compound of claim 1 wherein R³ is or optionally substituted arylalkenyl or heteroarylalkenyl.

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23. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-phenyl.

24. (Original) The compound of claim 22 wherein A is isopropyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-phenyl.

25. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-p-methoxy-phenyl.

26. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-o-fluoro-phenyl.

27. (Original) The compound of claim 22 wherein A is isopropyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-o-fluoro-phenyl.

28. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-m-fluoro-phenyl.

29. (Original) The compound of claim 22 wherein A is isopropyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-m-fluoro-phenyl.

30. (Original) The compound of claim 22 wherein A is cyclohexyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-p-fluoro-phenyl.

31. (Original) The compound of claim 22 wherein A is isopropyl, X is -C(O)-, R¹ R², R⁴ and R⁵ are hydrogen, and R³ is -CH=CH-p-fluoro-phenyl.

32. (Original) A formulation comprising at least one compound according to claim 1 in a pharmaceutically acceptable carrier therefor.

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33. - 35. (Cancelled)

36. (Original) A method for the treatment of hypercholesterolemia, said method comprising administering an effective amount of at least one compound according to claim 1 to a subject in need thereof.

37. (Original) A method for the treatment of cholestasis, said method comprising administering an effective amount of at least one compound according to claim 1 to a subject in need thereof.

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